

AMENDMENT TO BYLAWS OF FORT BEND GRAND PARKWAY TOLL ROAD
AUTHORITY

RECITALS

FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY, a local government corporation under Subchapter D of the Texas Transportation Corporation Act, TEX. TRANSP. CODE ANN. Chapter 431, and the Texas Non-Profit Corporation Act, TEX CIV. STATE. Art 1396-1.01 et seq., wishes to amend the Bylaws adopted on June 16, 2010 as follows:

1. Section 4.01 are amended by inserting the underlined text as shown below:

4.01. Classes, Powers, Number and Term of Office. The property and affairs of the Authority shall be managed and controlled by the Board, and subject to the restrictions imposed by law, the Articles of Incorporation, or these Bylaws, the Board shall exercise all of the powers of the Authority.

The Board shall consist of five (5) Directors appointed by the Commissioners Court of the County. The number of Directors may only be increased or decreased by the Commissioners Court of the County or by an amendment to the Articles of Incorporation, provided that the number of Directors shall never be less than three (3). All Directors shall hold office until their respective (a) deaths or resignation or (b) removal as provided herein. The term of office for a Director shall be four (4) years unless a shorter term is otherwise designated by the Commissioners Court in any order appointing the Director. A Director may be appointed to serve for more than one term of office. In any event, a Director shall continue to serve as such until his or her respective successor shall have been appointed and qualified.

The Chairperson of the Board shall be designated by the County Judge.

Any Director may be removed from office, for cause or at will, by the Commissioners Court of the County. Any vacancy occurring in the Board, whether by increase in the number of Directors or otherwise, shall be filled by the County Commissioners Court.

2. This Amendment shall modify the Bylaws only insofar as it relates to the matters provided herein. All existing articles and sections of the Bylaws not addressed in this Amendment shall remain in full force and effect and shall control.

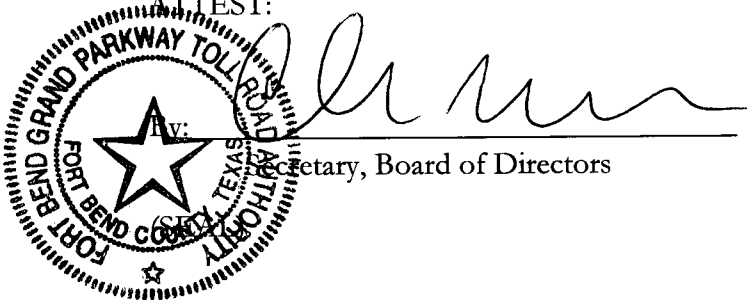
[EXECUTION PAGE FOLLOWS]

ADOPTED this 21st day of May, 2014.

**FORT BEND GRAND PARKWAY TOLL
ROAD AUTHORITY**


By: 
Chairman, Board of Directors

ATTEST:




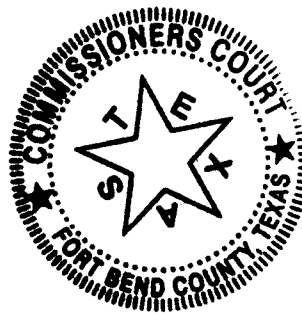
Approved by the Fort Bend County Commissioners Court on the 27 of May, 2014.

FORT BEND COUNTY, TEXAS

oners Court on the 27 of May, 2014
FORT BEND COUNTY, TEXAS
 By: 
 Robert Hebert
 County Judge

ATTEST:

By: 
Dianne Wilson
County Clerk



APPROVED AS TO FORM:

By: Roy L. Cordes, Jr.
Roy L. Cordes, Jr.
County Attorney